

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**

**09-50026 (REG)**

**(Jointly Administered)**

**ORDER PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE BANKRUPTCY  
CODE APPROVING SETTLEMENT AGREEMENTS WITH RESPECT TO  
(A) THE INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE  
WORKERS, AND (B) THE INTERNATIONAL BROTHERHOOD OF TEAMSTERS**

Upon the Motion, dated July 14, 2010 (the “**Motion**”),<sup>1</sup> of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order pursuant to sections 105(a) and 363(b) of the Bankruptcy Code approving (a) that certain Supplemental Agreement to Newco-IAMAW Settlement Agreement Regarding Retiree Health Care & Life Insurance by and among the International Association of Machinists and Aerospace Workers (the “**IAMAW**”), MLC, and General Motors LLC (the “**IAMAW Supplemental Settlement Agreement**”), and (b) that certain Settlement Agreement Regarding Retiree Health Care & Life Insurance by and among the International Brotherhood of Teamsters, Local 743 (the “**IBT**”), MLC, and General Motors LLC (the “**IBT Settlement Agreement**,” and together with the IAMAW Supplemental Settlement Agreement, the “**Settlement Agreements**”), copies of which are annexed to the

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Motion collectively as Exhibit B, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Settlement Agreements are hereby approved; and it is further

ORDERED that the Additional Participating Unions are each a Participating Splinter Union, as such term is defined in this Court's Order Pursuant to Sections 363(b) and 105 of the Bankruptcy Code and Bankruptcy Rule 9019(a) Approving Settlement Agreement with Certain Labor Unions, dated November 12, 2009 [Docket No. 4433] (the "**Union Settlement Order**"); and it is further

ORDERED that the Debtors are authorized to implement and perform all of their obligations under the Settlement Agreements; and it is further

ORDERED that the Additional Participating Unions are each granted an allowed, prepetition, general unsecured claim in MLC's chapter 11 case in an amount equal to their respective "**Percentage Share**" of the aggregate amount of \$1 billion (the "**Allowed Claim**"). For purposes hereof, the "**Percentage Share**" of each of the Additional Participating Unions is set forth on Exhibit A to the Union Settlement Order and to this Order; and it is further

ORDERED that the Additional Participating Unions shall not be required to file a proof of claim with respect to their Percentage Share of the Allowed Claim; and it is further

ORDERED that the Allowed Claim shall be in full settlement and satisfaction of

any and all claims that the Additional Participating Unions, any and all employees, retirees or other persons or beneficiaries represented by or subject to agreements entered by the Additional Participating Unions with MLC have against MLC, the other Debtors and their respective affiliates, officers and directors; and it is further

ORDERED that, except for the Allowed Claim, the Additional Participating Unions, as authorized Bankruptcy Code section 1114 and 1113 representatives, shall promptly withdraw, with prejudice, all claims filed or otherwise made against MLC, the other Debtors, General Motors LLC and their respective subsidiaries, employees, officers, directors, and agents relating to retiree health care benefits and basic life insurance and pursuant to any collective bargaining agreements, or any other claims, and shall not bring or assert any such claims against any such entities in the future; and it is further

ORDERED that, except for the Allowed Claim, the Additional Participating Unions, as authorized Bankruptcy Code section 1114 and 1113 representatives, on their own behalf and on behalf of all represented members, employees, beneficiaries and/or retirees, hereby release, and are deemed to release, and forever discharge MLC, the other Debtors, General Motors LLC and their respective current or former officers, directors, employees, agents, subsidiaries, affiliates and any and all of their welfare and pension benefit plans and their fiduciaries, with respect to any and all rights, claims or causes of action that any of them have or may have, known or unknown, arising out of, based upon or otherwise related to any claim arising out of their employment with MLC and/or General Motors LLC, including, without limitation, any claim or cause of action with respect to alleged breaches of a collective

bargaining agreement, the Combs Settlement, any alleged entitlement to health care in retirement and any alleged entitlement to life insurance in retirement; and it is further

ORDERED that, the Additional Participating Unions, including each of their respective current and former officers, members, employees, advisors, attorneys, accountants, investment bankers, consultants, agents and other representatives in connection with or related to these chapter 11 cases, shall be released from all liability arising from or related to the formulation, preparation, negotiation, dissemination, implementation, administration, or consummation of the Settlement Agreements and the Union Settlement Agreement, or any section 1113 or section 1114 proceedings; and it is further

ORDERED that notwithstanding the foregoing, General Motors LLC is not released from its obligations arising from settlement agreements or supplemental agreements approved by this Court; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of the Settlement Agreements and/or this Order.

Dated: New York, New York

August 9, 2010

s/ Robert E. Gerber

United States Bankruptcy Judge

**Exhibit A**

**(Percentage Share)**